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INTERSTATE COMMERCE COMMISSION

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES J

SUPPLEMENT NO. 1, dated as of January 15, 1975, to Equipment Trust Agreement, dated as of December 15, 1974 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company (the "Company") a Delaware corporation, and Harris Trust and Savings Bank, as Trustee (the "Trustee") an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series J, was created.

WHEREAS, the Company desires to substitute certain items of railroad equipment in lieu of the equipment described and specified in the Agreement, in order to reflect revised delivery schedules and increased costs for the Trust Equipment (as defined in the Agreement); and

WHEREAS, Section 3.1 of the Agreement provides for such substitution,

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Company and the Trustee hereby agree as follows:

1. The Company shall cause the items of new standard gauge railroad equipment set forth on Schedule A attached hereto (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all its right, title and interest in and to the contracts for the construction of the Additional Equipment.

2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as a part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby released by the Trustee to the Company.

3. The Trustee hereby releases all of its right, title and interest in and to the items of the Trust Equipment set forth on Schedule B attached hereto (the "Released Equipment") which has not been delivered to the Trustee or to the Company as Agent for the Trustee.

4. The Released Equipment is hereby excluded from the Trust Equipment and shall not be subject to any of the terms and conditions of the Agreement, and the Trustee hereby relinquishes all its right, title and interest in and to the contracts for the construction of the Released Equipment.

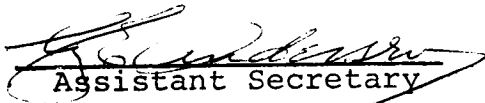
5. In accordance with Section 6.4 of the Agreement, the Company shall cause this Supplement to be filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

THE ATCHISON, TOPEKA AND SANTA
FE RAILWAY COMPANY

By 
Vice President Finance

ATTEST:


Assistant Secretary
(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By 
VICE PRESIDENT


ATTEST:


ASSISTANT SECRETARY

(CORPORATE SEAL)

STATE OF ILLINOIS)
)
COUNTY OF C O O K) SS

On this 27th day of February, 1975, before me personally appeared R. W. HARPER, to me personally known, who, being by me duly sworn, says that he is Vice President-Finance of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.




Notary Public

(Notarial Seal)

My Commission Expires MAY 29, 1977

STATE OF ILLINOIS)
)
COUNTY OF C O O K) SS

On this 28th day of February, 1975, before me personally appeared J. L. SPRENG, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

(Notarial Seal)

My Commission Expires SEPTEMBER 2, 1975

SCHEDULE A

ADDITIONAL EQUIPMENT

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
100	60'9" 100-ton Gondola Cars, Greenville Steel Car Company, builder; numbered 165000 to 165099, both inclusive.....	\$ 34,000	\$ 3,400,000
84	60'9" 100-ton Box Cars, Pullman Incorporated, builder; numbered 611616 to 611699, both inclusive.....	33,100	2,780,400
600	4,500 Cu.Ft. 100-ton Covered Hopper Cars, Pullman Incorporated, builder; numbered 315200 to 315799, both inclusive.....	28,000	16,800,000
13	GP-39-2 2300 H.P. Diesel Locomotive Units, Electro-Motive Division, General Motors Corporation, builder; numbered 3656 to 3668, both inclusive.....	355,200	<u>4,617,600</u>

Total Additional Equipment: \$27,598,000

SCHEDULE B

RELEASED EQUIPMENT

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
6	U-36-C 3600 H.P. Diesel Locomotive Units, General Electric Company, builder; numbered 8794 to 8799, both inclusive.....	\$415,900	\$2,495,400
25	GP-39-2 2300 H.P. Diesel Locomotive Units, Electro-Motive Division, General Motors Corporation, builder; numbered 3627 to 3651, both inclusive.....	355,200	8,880,000
100	52'6" 70-ton insulated box cars with roller bearing trucks, Pacific Car and Foundry Company, builder; numbered 522800 to 522899, both inclusive.....	37,100	3,710,000
400	4500 Cu.Ft. 100-ton Covered Hopper Cars, ACF Industries, Incorporated, builder; numbered 314800 to 315199, both inclusive.....	30,000	<u>12,000,000</u>

Total Released Equipment: \$27,085,400